

**BYLAWS OF THE
WESTERN INSTITUTE OF NURSING**

ARTICLE I. NAME

The name of this regional organization shall be the Western Institute of Nursing, hereinafter referred to as WIN.

ARTICLE II. PURPOSE

Section A. Mission

The mission of WIN is to provide among nurses in the West visionary leadership in nursing research, practice and education to improve the health of the public.

Section B. Goals

The goals of WIN are to:

1. Promote a strong regional voice and network for nurses in the West;
2. Advance nursing research in the West;
3. Promote quality nursing practices that improve nursing care, are research based, and respond to the needs of the consumer in an evolving health care system;
4. Promote quality nursing educational programs that are responsive to the needs of consumers in an evolving health care system;
5. Disseminate quality nursing research, education and practices;
6. Promote proactive stances to health care issues, policies and trends;
7. Foster partnerships among nurses in education, practice and research;
8. Facilitate the development of nurse leaders for education, practice and research;
9. Monitor and project requirements for nursing in the West, based on societal trends and health care issues; and
10. Provide recognition to individuals who have advanced nursing in the West.

ARTICLE III. MEMBERSHIP AND DUES

Section A. Membership

Membership is contingent on compliance with requirements as specified in these bylaws.

Section B. Types

There shall be five types of memberships:

1. Agency
2. Individual
3. Student
4. Associate
5. Retired
6. Honorary

Section C. Agency Memberships

There shall be two types of agency memberships:

1. A nursing education program offering associate, baccalaureate and higher degrees in nursing preparing graduates for licensure as registered nurses, which is administered by a nurse, whose parent institution is geographically located in one of the states designated by the Board of Governors as being in the western region, and which is accredited by the appropriate regional accrediting association.
2. A nursing practice organization delivering care to clients and which is geographically located in one of the states designated by the Board of Governors as being in the western region, and which is accredited by the appropriate regional accrediting body.

Section D. Individual Membership

A registered nurse who supports the mission of WIN.

Section E. Student Membership

A nurse or nursing student matriculated in a degree granting program.

Section F. Associate Membership

There shall be two types of associate memberships:

1. An organization, agency or business, other than those defined in Section C., supporting the mission of WIN.
2. An individual, other than those defined in Sections D., E. and G., supporting the mission of WIN.

Section G. Retired Nurses

A retired nurse who lives in, or who relocates to, the region following retirement.

Section H. Honorary Memberships

There shall be two types of honorary memberships:

1. Emeriti
 - a. Individuals who were designated as Western Commission on Higher Education in Nursing (AWCHEN@) Emeriti.
 - b. A retired nurse or other individual who has rendered distinguished service to WIN or WCHEN.
2. Contributors

There shall be three types of contributors:

 - a. Benefactors. Those individuals or groups who contribute \$2500 or more to the organization.
 - b. Friends of WIN. Those individuals who contribute \$500 to \$2499 annually to the organization.
 - c. Sponsors. Those individuals who contribute \$200 to \$499 annually to the organization.

Section I. Rights and Responsibilities

1. Agency members shall designate one representative who will have individual membership through the agency dues.
2. Individual members shall be eligible to vote, serve on elected and appointed committees and hold office.
3. Student and retired nurse members shall be eligible to vote.
4. A contributor as defined in Section G.2. who is a registered nurse shall be considered to be an individual member as well as a contributor and shall have all the rights and privileges as described in these bylaws and as specified by the Board of Governors for individual members during the year for which the contribution is made.
5. Associate members and honorary members not covered in Section H.4. have a voice but no vote.
6. Other rights and responsibilities of members shall be as described in these bylaws and as specified by the Board of Governors.

Section J. Dues

1. Dues for all categories of membership shall be established by the Governing Assembly by vote of the majority of members present and voting and shall become effective the beginning of the next fiscal year.
2. Agency members shall pay full annual dues by the beginning of the fiscal year.
3. Individual and associate members shall pay dues annually.
4. Student members shall pay one-half of the dues established for individual members.
5. Honorary members shall pay no dues.
6. Any member whose dues are not paid within three months of the due date shall be automatically terminated as a member, and all privileges of the organization shall be withdrawn.

ARTICLE IV. GOVERNING ASSEMBLY

The Governing Assembly is the governing body of WIN. All members shall be allowed to participate in meetings of the Governing Assembly. However, only certain categories of members shall be allowed to vote.

Section A. Voting Membership

1. Individual members.
2. Student members.
3. Retired nurse members.
4. Members of the Board of Governors.

Section B. Functions

The functions of the Governing Assembly are to:

1. Monitor, review and revise goals of WIN;
2. Make recommendations for strategies to achieve the mission and goals of WIN;
3. Provide general direction for position statements related to health care issues, policies and trends;

4. Establish dues for all categories of membership;
5. Elect officers and members of elected committees;
6. Adopt, amend and revise bylaws;
7. Undertake other functions as necessary for the conduct of business.

Section C. Meetings

1. At least one annual meeting shall be held at a date determined by the Board of Governors.
2. Special meetings may be called by the Board of Governors or shall be called upon written request of at least 35 voting members representing member agencies and/or individual members and of those 35, at least five members shall be from each of seven states. The purpose of the meeting shall be stated in the call. At least 30 days written notice to the membership shall be given.

Section D. Number of Votes

Each individual member, each member of the Board of Governors, each student member and each retired nurse member shall have one vote.

Section E. Quorum

A quorum shall consist of those members present and a majority of the Board of Governors.

ARTICLE V. BOARD OF GOVERNORS

Section A. Duties

The members of the Board of Governors shall be the officers of the organization and shall have all of the powers and duties ordinarily exercised by officers of a non-profit corporation. The Board of Governors shall designate the boundaries of WIN. The Board shall consider the boundaries of the Western Interstate Commission on Higher Education in designating the boundaries of WIN.

Section B. Offices and Eligibility

1. Chair: To be eligible for Chair, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
2. Chair-elect: To be eligible for Chair-elect, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
3. Secretary/Treasurer: To be eligible for Secretary/Treasurer, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
4. Governor Representative of Nursing Practice: To be eligible for Governor Representative of Nursing Practice, a nominee must be an individual member from a nursing practice organization that is a member agency and must reside in one of the states designated by the Board of Governors as being in the western region.
5. Governor Representative of Nursing Education: To be eligible for Governor Representative of Nursing Education, a nominee must be an individual member from a nursing education

program that is a member agency and must reside in one of the states designated by the Board of Governors as being in the western region.

6. Governor Representative of Nursing Research: To be eligible for Governor Representative of Nursing Research, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
7. Governor-at-Large: To be eligible for Governor-at-Large, a nominee must be an individual member and reside in one of the states designated by the Board of Governors as being in the western region.
8. Ex-Officio Student Member (non-voting): To be eligible for Ex-Officio Student Member, a person must be a student member and must be appointed in accordance with Section H. below.

Section C. Elections

1. The Officers shall be elected by the Governing Assembly through a ballot by mail. A plurality shall elect and, in case of a tie, choice shall be by lot.
2. Any member holding an elective office may not be a candidate for another office unless the current term of the member expires at the impending annual election.

Section D. Terms of Office

1. The Chair-elect shall serve for a term of two years, and then as Chair for a term of two years.
2. The Secretary/Treasurer and the Governors shall serve for a term of three years or until a successor has assumed the office.
3. The Ex-Officio Student Member shall serve for a term of one year.

Section E. Vacancies

1. Vacancy in the Chair shall be filled by the Chair-elect.
2. Vacancy in the Chair-elect shall be filled by the Governing Assembly through a mail ballot.
3. Vacancies in other offices shall be filled by the Board of Governors until the next scheduled election.

Section F. Meetings

At least one meeting of the Board of Governors shall be held each year at a time and place mutually determined.

Section G. Quorum

A quorum consists of the Chair or Chair-elect and a majority of the Governors.

Section H. Ex-Officio Student Member

The Board of Governors may appoint a doctoral student to serve as an ex-officio member of the Board of Governors. The student member shall serve without a vote. The procedures for selection and reappointment shall be determined by the Board of Governors.

Section I. Executive Director

1. Appointment

An Executive Director shall be appointed by the Board of Governors.

2. Duties

- a. The Board of Governors shall delegate to the Executive Director, as the chief executive, the authority to administer the organization according to the policies established by the Governing Assembly and the Board of Governors.
- b. The Executive Director shall be accountable to the Board of Governors.
- c. The Executive Director shall employ, direct, promote and terminate staff of the organization.
- d. The Executive Director may represent the organization and serve as spokesperson on matters of established policy and positions.
- e. The Executive Director shall perform other duties required by the position as conferred by the Board of Governors.

ARTICLE VI. COMMITTEES

Section A. Standing Committees

Standing committees shall be:

1. Nominating Committee
2. Bylaws Committee
3. Program Committee
4. Membership Committee

Section B. Other Committees

The Chair or the Board of Governors shall appoint such other committees as deemed necessary to carry on the work of WIN.

Section C. Nominating Committee

1. Composition and Term of Office

- a. A minimum of three persons shall serve on the Nominating Committee. All members of the Nominating Committee must be individual members.
- b. Each committee member shall be elected by the Governing Assembly through a ballot by mail. A plurality shall elect and, in case of a tie, choice shall be by lot. The committee member in the most senior term of office shall serve as chair of the committee.
- c. Each committee member shall serve for a term of three years or until a successor has been elected.

2. Functions

- a. Select candidates for the Board of Governors from among qualified members of the organization, and shall prepare and present a slate of candidates to the Governing Assembly for election to the Board of Governors;

- b. Select candidates for the Nominating Committee from among qualified members of the organization, and shall prepare and present a slate of candidates to the Governing Assembly for election to the Nominating Committee.

Section D. Bylaws Committee

1. Composition and Term of Office
 - a. At least three members who are individual members shall be appointed to the Bylaws Committee by the Board of Governors.
 - b. Each member shall serve a term of three years or until a successor has assumed office.
 - c. A member of the Board of Governors shall be designated as liaison to the Bylaws Committee.
 - d. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.
2. Functions
 - a. Originate amendments and consider, edit and/or correlate amendments submitted by the delegates, individual or student members and the committees;
 - b. Review the bylaws of the organization;
 - c. Report to the Board of Governors.

Section E. Program Committee

1. Composition and Term of Office
 - a. The Governors Representative of Education, Practice and Research and at least three members who are individual members and who are appointed by the Board of Governors shall serve on the Program Committee.
 - b. Each member shall serve a term of three years or until a successor has assumed office.
 - c. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.
2. Functions
 - a. Consider suggestions from individual, retired nurse and student members and the committees for program topics for the annual meeting;
 - b. Select topics for and plan the program for the annual meeting;
 - c. Review and select abstracts for presentation at the annual meeting;
 - d. Report to the Board of Governors.

Section F. Membership Committee

1. Composition and Term of Office
 - a. At least four members who are individual members representing diverse membership constituents and diverse geographic regions shall be appointed by the Board of Governors to the Membership Committee.
 - b. Each member shall serve for a term of three years or until a successor has assumed office.
 - c. Appointment to the Membership Committee shall be such that no more than one-half of the committee will rotate off of the committee at any given time.

- d. A member of the Board of Governors shall be designated as a liaison to the Membership Committee.
 - e. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.
2. Functions
 - a. Recommend recruitment strategies for increasing individual and agency memberships to the Board of Governors;
 - b. Make recommendations to the Board of Governors regarding member needs and membership issues.

ARTICLE VII. SOCIETIES

Section A. Definition

A society is an organizational unit through which members participate for improvement or advancement of professional or self development in areas of concern in nursing education, practice and research. Each society shall be self-supporting and accountable to the Board of Governors and Governing Assembly.

Section B. Establishment

Societies may be established by a group of members with the approval of the Governing Assembly and the Board of Governors for a purpose and goals consistent with the mission of WIN.

ARTICLE VIII. WESTERN ACADEMY OF NURSES

Section A. Definition

There shall be a Western Academy of Nurses to recognize and honor nurses who have demonstrated excellence in nursing practice and who have advanced practice in direct care, education or research.

Section B. Rights and Responsibilities

1. Members of the Western Academy of Nurses shall be eligible to serve on the Western Academy of Nurses Selection Committee.
2. Membership in the Western Academy of Nurses requires individual membership in WIN.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules Of Order Newly Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of procedure approved by the Board of Governors.

ARTICLE X. AMENDMENT OF BYLAWS

These bylaws may be amended at any annual or special meeting of the Board of Governors; provided, however, that any amendment affecting the rights of members shall be approved by a two-thirds vote of the voting members present at any annual or special meeting of the Governing Assembly.

ARTICLE XI. DISSOLUTION

In the event of dissolution of WIN, the assets, after payment of all liabilities, shall be disposed of in an appropriate manner as determined by a majority vote of the Governing Assembly.

Adopted: April, 1998

Revised: April 2000
April 2001
April 2004